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OF COUNSEL  
URBAN A. LESTER

November 12, 1999

RECORDATION NO. 21529-C FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

NOV 12 '99

3-00PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of November 10, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 21529.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation  
50 Kennedy Plaza  
Providence, Rhode Island 02903

Lessee: Calumet Lubricants Co., Limited Partnership  
2780 Waterfront Parkway East Drive  
Suite 200  
Indianapolis, Indiana 46214

A description of the railroad equipment covered by the enclosed document is:

seventy-five (75) tank railcars bearing CLIX reporting marks  
and road numbers set forth in the Schedule A to the Lease

*Handwritten signature: Kelly M. ...*

Mr. Vernon A. Williams  
November 12, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
for Robert W. Alvord

RWA/bg  
Enclosures

**Fleet**  
**Capital Leasing**

50 Kennedy Plaza; 5th Floor  
Providence, Rhode Island 02903-2305

RECORDATION NO. 21529-C

FILED

NOV 12 '99

3-00PM

FILED AND RECORDED

on: \_\_\_\_\_

at: \_\_\_\_\_

and given Recordation No.: \_\_\_\_\_

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of November 10, 1999 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Calumet Lubricants Co., Limited Partnership, an Indiana corporation ("Lessee"), as such agreement related to Lease Schedule No. 32591-00008 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Seventy-five (75) 28,000 Gallon, Non Pressurized, Non Coiled & Non Insulated Union Tank Rail Cars. Model #DOT-211A100W1 bearing the Reporting Marks/Running Numbers set forth on the Schedule A's attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: November 11, 1999

Lessor:

Fleet Capital Corporation

By: Kevin J. O'Callahan

**KEVIN J. O'CALLAHAN**

Name: \_\_\_\_\_

Title: Vice President/Sr. Lender

Lessee:

Calumet Lubricants Co., Limited  
Partnership

By its General Partner, Calumet, Incorporated

By: R. Patrick Murray, II

Name: R. Patrick Murray, II

Title: Vice President & CFO

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On November 10, 1999 before me, Debra Lucchesi  
(Notary Name and Title)

personally appeared Kevin J. O'Callahan personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Debra Lucchesi

(Notary Seal)

STATE OF: Illinois

SS.

COUNTY OF: Rock Island

On November 11, 1999 before me, Beverly Allen Kruse, Notary Public  
(Notary Name and Title)

personally appeared R. Patrick Murray, II personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Beverly Allen Kruse

(Notary Seal)



## SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement

With: CALUMET LUBRICANTS CO., LIMITED PARTNERSHIP  
APPLICABLE RECOVERY PERIOD: Seven (7) Years

Quantity	Model	Description	Railmarks
25	DOT 211A100W1	Location (01) Vendor: Union Tank Car Company UNION TANK CARS 28,000 GALLON NON PRESSURIZED TANK CARS, CRUDE OIL, NON COILED, NON INSULATED, NON LINED	CLIX 499001 CLIX 499002 CLIX 499003 CLIX 499004 CLIX 499005 CLIX 499006 CLIX 499007 CLIX 499008 CLIX 499009 CLIX 499010 CLIX 499011 CLIX 499012 CLIX 499013 CLIX 499014 CLIX 499015 CLIX 499016 CLIX 499017 CLIX 499018 CLIX 499019 CLIX 499020 CLIX 499021 CLIX 499022 CLIX 499023 CLIX 499024 CLIX 499025

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: 

KEVIN J. O'CALLAHAN

Name: \_\_\_\_\_

Vice President/Sr. Lender

Title: \_\_\_\_\_

CALUMET LUBRICANTS CO.,  
LIMITED PARTNERSHIP

By its General Partner, Calumet, Incorporated

By: 

Name: R. Patrick Murray, II

Title: Vice President & CFO



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WITH ALL STANDARD AND ACCESSORY EQUIPMENT

### FLEET CAPITAL CORPORATION

By: 

Name: KEVIN J. O'CALLAHAN

Title: Vice President/Sr. Lender

### CALUMET LUBRICANTS CO., LIMITED PARTNERSHIP

By its General Partner, Calumet, Incorporated

By: 

Name: R. Patrick Murray, II

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WITH ALL STANDARD AND ACCESSORY EQUIPMENT

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Name: KEVIN J. O'CALLAHAN

Title: Vice President/Sr. Lender

### CALUMET LUBRICANTS CO., LIMITED PARTNERSHIP

By its General Partner, Calumet, Incorporated

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Name: R. Patrick Murray, II

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